

[Disc One]

Mississippi (Outtake, *Time Out Of Mind*)

When “Mississippi” appeared on “*Love And Theft*”, it stood out as the prototypical Bob Dylan song on an album that delved deeply into several American music genres. The arrangement gave it a majesty that combined with the instantly quotable lyrics made it an instant classic.

This version conveys a different kind of majesty and is no less powerful and totally masterful. With Bob Dylan on acoustic, Daniel Lanois, on very subtle electric and Tony Garnier on the bass, it not only takes you to the delta, but to the edge of the Mississippi river. The blues guitar figure is reminiscent of the feel Dylan’s work on the New York sessions for *Blood On The Tracks*. Dylan’s vocal is almost as if he’s letting the words sing themselves, and the song is flowing through him singing hard on some lines, backing off on others, magically managing to pull off both at the same time. Listen to the gentleness when he sings, *I’ve got nothing but affection for those who sailed with me*.

Most Of The Time (Alternate version, *Oh Mercy*)

On *Oh Mercy*, this song was brooding bordering on menacing. This solo, guitar and harp rendition is undoubtedly a first take and a bit more self assured, the sadness found in a different, more inherent way. Where the *Oh Mercy* version seems mired in ironic denial, this one has some hope even if it’s pensive.

This is also reflected by the lyric changes in the third verse, *I’ve got enough faith and I’ve got enough strength/I keep it all away way beyond arm’s length*, which were eventually replaced by, *I don’t build up illusion ‘till it makes me sick/I ain’t afraid of confusion no matter how thick*. The former makes the next line, *I can smile in the face of mankind* more convincing. On *Oh Mercy*, it seemed like the words were saying one thing, but Dylan’s voice and phrasing were saying the opposite. At the same time, the irony was what made the song.

On first hearing, this take brought back the *Biograph* version of “Forever Young” in that it stays major where you expect it to go minor, though the bridge to the song remains intact.

Dylan’s clear and strong acoustic playing is simply terrific and his subtle use of bass lines combined with the harp goes back to another

era entirely. It is not the guitar style he would use a few years later on the two acoustic albums. There is something about Bob Dylan sing and playing alone with just guitar and harp that is immediately compelling. The more I hear this version, the more I wonder what *Oh Mercy*, as much as I love it, would have been like if the whole album was recorded this way.

Dignity (Piano demo, *Oh Mercy*)

“Dignity” was recorded several times for *Oh Mercy*. None of the takes were used, though one take eventually surfaced on *Greatest Hits Volume Three*. On that version all the tracks except for Dylan’s vocal and piano were wiped and replaced by new tracks. This solo rendition is slower than any of the other known takes, revealing the original beauty of the song as well as the promise behind the lyrics. It is notable for the line: *Soul of a nation is under the knife/Death is standin’ in the doorway of life.*

Someday Baby (Alternate version, *Modern Times*)

This is a total surprise that moves this song away from the blues based version on *Modern Times* into another realm that is not quite rock and not quite pop. Many of the verses are totally rewritten, and while on *Modern Times*, it could have been passed over as just another blues song, here the lyrics may be far more effective.

Red River (Unreleased, *Time Out Of Mind*)

To say that this song lives up to imagined promise after more than a decade of anticipation is severely understating the case. This is without question possibly the greatest Bob Dylan song and recording of the past quarter-century. The timbre of his voice says it all, the sadness inherent, the vocal as real and natural as any he’s done. The opening verse is exquisite:

*Some of us turn off the lights and we live
In the moonlight shootin’ by
Some of us scare ourselves to death in the dark
To be where the angels fly*

Beginning with just guitars and bass, the lead guitar recalling Ry Cooder at his most soulful. On the third verse, organ and drums slip in followed by Augie Meyer’s Tex-Mex accordion on the fourth verse, and a dobro on the sixth. The way the instruments fade in adds impact and depth not only to the verse, but the line they come in on, never interfering, only enhancing the always out-front vocal. The

effect of the arrangement is like driving up a long, slow western mountain, where you don't even realize you're climbing at first.

The lyrics hit on several levels all at once and seem to move in and out of a dreamlike state. There are several quotable lines and surely such lines as the closing, *Sometimes I think nobody ever saw me here at all/Except the girl from the red river shore* will be discussed as long as people are discussing Dylan songs. Is the girl in the song, real, imagined, a ghost? It doesn't matter. What does matter is that when Dylan sings, *Well the dream dried up a long time ago/Don't know where it is anymore*, it's as real as it gets.

Tell Ole Bill (Alternate version)

Written for the 2005 film, *North Country*, Dylan did at least a dozen takes of this in the studio. This minor key rendition is dramatically different than the soundtrack version which was based on a Carter Family song, "I Never Loved But One."

Playwright and actor, Sam Shepherd once wrote that "Dylan moves into mysticism with an E-minor chord," and that sentiment applies here. Lines that seemed little more than nice on the previous version, ring with startling intensity, and punctuated by the rollicking bass notes of Dylan's piano, the song has a whole new meaning than the previous version. While some of the lyrics reflect 19th Century poetry, such lines as, *I lay awake at night with troubled dreams/The enemy is at the gate*, move the song into another context.

Born In Time (Alternate version, *Oh Mercy*)

This is simply one of the most beautiful love songs of any Dylan era, though one couldn't necessarily tell that from the version on *Under The Red Sky*. While some of lyric changes on other versions may have improved the song, this take cannot be surpassed for emotional impact, which is in the sound and feel of Dylan's voice and his superb phrasing. Why this song was left off *Oh Mercy* will remain one of the great bewildering Dylan mysteries. The almost ghostly instrumental backing stays subtly in the background, with Daniel Lanois' dobro taking the lead in shimmering solos.

Can't Wait (Demo, *Time Out Of Mind*,)

On *Time Out Of Mind*, this song began with guitars, that reflected early Chicago blues. This starts with Dylan on piano and you can hear the musicians finding their way into the song as it proceeds, as

additional instruments join in. The lyrics were not yet in any definite format, and some may be startled to hear a line that ended up being one of the key lines in “Sugar Baby,” four years later:

Well my back is to the sun because the light is too intense/I can see what everybody in the world is up against.

Everything Is Broken (Alternate version, *Oh Mercy*)

This has circulated under the name “Broken Days.” This a more straight ahead, basic version without some of the extra instrumentation that appeared on *Oh Mercy*, and as a result is definitely funkier, rocking a bit harder. Lyrical changes abound especially on the bridges, where Dylan’s voice and phrasing suddenly and almost humorously sound strangely enough like *Blonde On Blonde*.

Dreamin’ Of You (Unreleased, *Time Out Of Mind*)

One of the wildest songs on this collection, this is set to a freeform groove that somehow manages the astounding task of being reminiscent of both “Highlands” and “Yea Heavy And A Bottle Of Bread,” with the first line using the second verse of “Standing In The Doorway.” Lines from that song and others appear in the strangest places, and you will find yourself saying wait a minute, what song is that from? Dylan half-talks, half-sings, his phrasing recalls numerous past albums, and different lines leap at you each time you hear it. Despite the numerous lines that ended up in other songs, creating a real glimpse into Dylan’s writing process, it stands on its own, and in a crazy way, manages to sum up the feel of *Time Out Of Mind* in its entirety.

Huck’s Tune (from *Lucky You* soundtrack)

Recorded in 2006, but because of delays in the film being released, it didn’t appear until the spring of 2007. On the day this came out, the record stores couldn’t have been open more than an hour, before a friend posted to the Dylan Pool, “All the Mary little elves can go hang themselves,” one of the many great lines in this overlooked song. Of course, he’s really singing merry, but on first listen, it was easy to hear something different.

Again Dylan draws on traditional music for inspiration. The finger-picking introduction that also appears between the verses, is from the Scottish ballad, “Tramps And Hawkers.” A book could be written on the origins of this melody, as it appears in several Scottish and Irish

songs, among them *Lakes Of Pontchartrain*, which Dylan has performed several times on stage. If you go back to “The Ballad Of Donald White” and “I Pity The Poor Immigrant,” you’ll find variants of this melody there also.

As with many of the other Bob Dylan songs composed specifically for soundtracks, it transcends its original intentions. The character in the song is locked deep in despair and more than willing to admit it. With lines that constantly interchange from descriptive to poetic to matter of fact, this song deserves the attention it will hopefully receive by its inclusion on this disc.

Anyone who’s ever played the slots or just been to a casino can relate to the verse:

*Here come the nurse with money in her purse
Here come the ladies and men
You push it all in and you've no chance to win
You play 'em on down to the end*

Marching To The City (Unreleased, *Time Out Of Mind*)

This slow blues tinged with gospel, especially in Dylan’s piano playing, is notable for many reasons. Shortly into the song, familiar lines from other songs again appear, most obviously from, “Til I Fell In Love With You,” and “Not Dark Yet,” but it’s impossible to ascertain if they started here, or if Dylan was trying lines he liked in various songs to find where they fit best.

More to the point, this is one of the strongest blues vocals of Dylan’s career. He is totally at home, confident, and in command. Once the band locks into the groove, they stay there as the vocal grows increasingly intense. This isn’t an approximation of the blues. It is the blues.

High Water (for Charlie Patton) (Live, August 23, 2003, Oakes Garden Theatre, Niagara Falls, Ontario, Canada)

Suddenly we are transported to the stage, and “High Water (for Charlie Patton)” which on *Love And Theft* was rocked up bluegrass with more than a few hints of old time country, is now a ferocious rocker. No trace of its previous incarnation is to be found. Dylan’s piano pounces on the chords, while the crazed interplay of the guitars of Larry Campbell and Freddy Koella take the song to another plane entirely. The whole song is one relentless attack. Dylan shouts out the vocals like a man about to go under, and Koella, in perhaps his

finest performance with Dylan, takes his guitar into the stratosphere, staying funky the entire time, then brings it back to earth for an unparalleled closer.

[Disc Two]

Mississippi (Outtake, *Time Out Of Mind*)

This is a full-band, yet low-key but funky rendition that kind of ambles casually along, with the power reserved for the second part of each verse. What's interesting is that the feel and the beat are very close to Dylan's live performances over the past few years, while the second ascending part of each verse move into "*Love And Theft*" territory. Not as strong as the version on disc one, or the version on "*Love And Theft*", it's kind of an on the way marker for the future.

The Lonesome River with Ralph Stanley (Originally released on Clinch Mountain Country, Rebel Records, released May 19, 1998, recorded November 30, 1997. Bob Dylan: vocal, acoustic guitar, with Ralph Stanley & The Clinch Mountain Boys: Ralph Stanley: vocal & banjo; Jack Cooke upright bass; Ralph Stanley II: rhythm guitar; James Shelton: guitar; Steve Sparkman: banjo; James Price: fiddle; John Rigsby: mandolin.)

In the second half of the '90s, especially after Larry Campbell joined the band, Bob Dylan went through what has to be termed a major Stanley Brothers phase. It started slowly at first, but after this tune was recorded, an increasing number of Stanley Brothers songs were added to the shows, and stayed part of the shows for a few years.

The Stanley Brothers, Ralph and Carter, along with their band the Clinch Mountain Boys, are at the top of the Bluegrass pantheon, right next to Bill Monroe and Flatt & Scruggs. Carter Stanley died in 1966, but Ralph kept playing, receiving his greatest fame at age 75, for his part in the soundtrack of the film, *O Brother, Where Art Thou*. One of the great singers, his voice cuts right to the spine. On this recording, Bob sings all the verses, with Ralph coming in on the choruses. When Ralph comes in on the chorus, his voice is so strong and chorus so high, that this great brief moment of tension is created where you're left wondering if Dylan is gonna match the note, but each time he does. While more than likely unintended here, that creating of tension has been one of the great performing tricks of Dylan's career going all the way back to his first album and another country song, "Freight Train Blues," where you also wondered just how long he'd hold the falsetto.

Series of Dreams (Outtake, *Oh Mercy*)

Another classic that easily falls into the “he left the best song off the album” category. Given that, there are innumerable reasons why an artist or a producer may not include something on an album, and that a musician or a producer do not hear the song the way those listening do. Similar to the track on *Bootleg Series, Volumes 1-3*, but stripped of the frills and overdubs done a few years later in New York, this may be the take Dylan talked about in *Chronicles Volume 1*. I don’t know. What I do know is that it matches, if not surpasses the earlier released version.

God Knows (Outtake, *Oh Mercy*)

An early rendition lyrically and musically of the song that would eventually appear on *Under The Red Sky*, this is another interesting look at Dylan’s creative process, how he’ll continually rework not only the tune but the lyrics until it gets to where he wants it to go. What sets Dylan apart from every other singer-songwriter is that he will often continue to do this after a song is released. On one level this means the songs are never finished and constantly evolving. What makes this process even more fun is that once he’s taken a song as far out as he can take it, he’ll then go back to something approximating the original album version and start the process all over again.

I Can’t Escape From You (2005)

Written for a film, but not used, this was recorded about six months before *Modern Times*. Dylan is playing organ, Donnie Herron is on piano. Dylan is singing in possibly the lowest register he’s put on a record. It shares with “Tell Ole Bill,” and “Huck’s Tune” a writing style that seems to transverse centuries, and with the latter song a description of a Christmas that is not what it should be. Musically it crosses from early rock and roll balladry into Memphis soul, Nashville Country and back again.

Dignity (Outtake, *Oh Mercy*)

“Dignity” is tried a rockabilly mode, and sounds like something that might have emerged from Sun Studios 30 years before. Dylan’s singing is looser than on the other takes, and as usual lyric changes abounds. Whether this arrangement holds up in the long run is an open question, but hearing it this way, it’s fun to imagine what Elvis might have done with it.

Ring Them Bells (Supper Club, New York, NY, November 17, 1993)

In November of 1993, Bob Dylan did four shows at the intimate Supper Club in New York. It was Dylan's first New York City club appearance since 1962, and the shows were free. All the shows were exactly one hour long, and were acoustic, except for Bucky Baxter's pedal steel. Both nights were recorded and filmed, but never used, though two videos surfaced on the *Highway 61 Interactive* CD rom. Somehow Dylan managed to capture his entire career in that one hour.

I was lucky enough to see the second show of the first night, and it remains my favorite show of the "Never Ending Tour." The audience, crammed around tables large enough to hold drinks and an ashtray was ecstatic throughout. The band was tight and Dylan's singing was beyond powerful. "Ring Them Bells" performed at every show, was one of several high points at number eight in the set, and each version has something special to recommend it.

Cocaine (Live, August 24, 1997, Wolf Trap Filene Center,)

"Cocaine" is an old blues song originally done by the amazing blues guitarist and singer, Reverend Gary Davis. Dylan sang the song early in his career and revived it in the mid-nineties. Possibly learned it from Dave Van Ronk, whose version on his album *Folksinger* was definitive. Every guitar player in Washington Square in the '60s had to know how to play Van Ronk's finger-picking part.

Dylan started singing it again at some point in the '90s and for awhile it became a staple of his shows. This version features lead guitarist and Larry Campbell and steel guitarist Bucky Baxter on backup vocals.

Ain't Talkin' (Alternate version, *Modern Times*)

An earlier take of the chilling closer to *Modern Times*, this version doesn't have the intro (or the outro), Donnie Herron is on steel instead of viola, and Stu Kimball's finger-picking part is nowhere to be found. Leaning ever so slightly more towards rock, this take has several changes in the lyrics, most notably the omission of the last verse, ending with a repeat of the first verse, giving the song an entirely different meaning.

The Girl On The Green Briar Shore (Live, June 30, 1992, Cote d'Opale, Kursaal, Dunkerque, France)

This song about another elusive girl, who could be a ghost, and possibly part of the inspiration for "Red River Shore" was performed twice in Europe by Dylan alone on acoustic in the summer of 1992. Recorded by the Carter Family and Ralph Stanley, Dylan more than likely learned it from the singing of Tom Paley of the New Lost City Ramblers. When Dylan pulls out these old songs, he seems to transcend time and you feel the ages roll by. A lot of ballad singers, folk singers, and singers of traditional songs often treat the songs as relics, a museum piece to be admired. When Dylan does a traditional ballad, he makes the song, the characters in the song, and the story in the song come alive.

Lonesome Day Blues, (Live, February 1, 2002, National Car Rental Center, Sunrise, Florida.)

A searing and funky live version of one of the highlights of "*Love And Theft*", Dylan's vocals are a raspy delight. The way he barks out various lines, starting with the opening line, emphasizing key words throughout couldn't be more perfect. The band never lets up, staying very close to the album arrangement. While this song could be taken simply as a straight blues about a sad and lonesome day, a book could be written about the innumerable references in this song, which run far and wide and include among others, Blind Willie Johnson, Woody Guthrie, to Mark Twain's *Huckleberry Finn*, and W.C. Fields in *The Fatal Glass of Beer*.

Duncan And Brady (Unreleased, 1992)

In June of 1992, Dylan recorded several songs in Chicago, with guitarist and singer, David Bromberg producing. Bromberg had worked with Dylan in 1970 on *Self Portrait* and *New Morning*. Most though not all of the songs were traditional folk songs and blues. This song, usually attributed to Leadbelly became part of Dylan's live shows several years later. Highlighted by Bromberg's slide guitar, this version simply kicks. The drummer is Richard Crooks who on played on "Meet Me In The Morning" on *Blood On The Tracks*.

Miss The Mississippi And You (Unreleased, 1992)

Also from the sessions with Bromberg, this one of Jimmie Rodgers' classic tunes. Rodgers was one of the greatest singers, songwriters and musical innovators of the 20th Century inspiring not only every singer in country music but blues artists such as Howlin' Wolf as well. One of Dylan's best vocals from 1992, live or on record, this rendition with Bromberg on dobro stays true to Rodgers' original. In 1997,

Dylan produced a tribute album to Rodgers with several other artists taking part. The liner notes to that album are one of the best pieces of prose Dylan has written so far.

Across The Green Mountain (*Gods and Generals* soundtrack, recorded July 2002)

Written for the epic TV film about the Civil War, this stands apart from everything else Dylan was doing musically at this time. Dylan wrote about his fascination with the Civil War in *Chronicles, Volume One*. Lyrically, it is from the period it evokes, and it's dirge-like, mournful quality will stand as one of his major works of the decade. Everything about this recording is carefully constructed, from Larry Campbell's violin to Dylan's somber vocal which has no extraneous flourishes.

[Disc Three]

Tryin' To Get To Heaven (Live, October 5, 2000, Wembley Arena, London, England)

When Bob Dylan debuted rearrangement in fall of 2000, it was like nothing he'd done before, and immediately was recognized as a must-see performance. Hearing it the first time, it felt as if this was the way he heard it in his mind, but couldn't get there at the time he wrote it. The guitar work of Larry Campbell and Charlie Sexton is celestial, and Dylan sings with a reserve rarely displayed, yet the emotion is fully intact. Of all the hundreds of live Dylan recordings, the live versions of this arrangement are at the top.

What makes the song into this arrangement even more fascinating is that the lines of the verses are extracted from various folk songs, something many people realized quickly after *Time Out Of Mind* was released. There was a huge thread on RMD, with various people contributing sources. Sometimes lines came from more than one song. It was a lot of fun, almost like putting together pieces of a giant puzzle and went on for several days. In the midst of this, I suddenly remembered I had an old album, an album I'd had since I was a kid, with Alan Lomax, Peggy Seeger, and Guy Carawan. On that album was a children's street song, "Ridin' In A Buggy." Riding in that buggy was Mary Jane who had a house in Baltimore.

Series of Dreams (Outtake, *Oh Mercy*)

If "Series of Dreams," had been on *Oh Mercy*, this is what it would have sounded like. This is the final Daniel Lanois mix.

While this version is a different take, one can hear what ideas were kept for the New York remix on *Bootleg Series, Volumes 1-3*, and perhaps more importantly, what was lost. If you listen real closely, you'll hear how different guitars, some fading in and out, accentuate each verse and musical interlude, and how what starts as a heartbeat pulse at the beginning at the end becomes a train, a rhythm guitar counting out the rails, taking the song into the tunnel of dreams where it always wanted to go.

Mississippi (Alternate outtake, *Time Out Of Mind*)

Musically, this is somewhere between the versions on disc one and disc two, with a smaller band, with what sounds like Dylan on lead guitar and Augie Meyers on organ. Immediately noticeable are the lyric changes, and how those changes give the song a whole new perspective and feel. The more I hear this, the more entranced I become with Dylan's vocal, what lines he emphasizes, and what words, and how with each listen a different line stands out.

Ring Them Bells (Outtake, *Oh Mercy*)

Bob Dylan, solo on piano in a rendition very similar to the album take. While there were many reasons for Dylan to work with Daniel Lanois at the times he did, the intriguing thing is how well these songs stand up in solo versions. This is some of Dylan's finest piano work, and the song really doesn't need anything else.

Born In Time (Outtake, *Oh Mercy*)

Slightly more upbeat, than the take on disc one, and a little less ethereal, the piano is way down in the mix, replaced by a lush wall of acoustic guitars, while various other instruments weave in and out, sometimes for a second and disappear. Dylan's vocal is more cautious, and not quite as musing as the one on disc one.

Red River Shore (Alternate outtake, *Time Out Of Mind*)

A full band version from the start with Augie Meyer's accordion leading things off, and the Tex-Mex feel is more prominent, aided by a mandolin that appears at key moments, and occasional Spanish guitar licks, that arrive and vanish like the girl in the song. Dylan's vocal is no less impassioned and this stands as a more than worthy companion to the track on disc one.

Things Have Changed (Live, June 15, 2000, Roseland Theater, Portland Oregon)

Written for the film, *Wonder Boys*, this Oscar-winning song earned Dylan his first regular airplay for a new song in quite some time. It's usually a good idea not to compare a song, especially one written specifically for a project, to anything in an artist's life, but the alienation expressed in the lyrics resonated way beyond the film to the time in which the song was released. This unique live version, performed in this arrangement only once, finds the song in a slower, spookier, more rolling arrangement, reminiscent of the *Basement Tapes* version of "This Wheel's On Fire" with his excellent band at full power. Dylan sings the line: *Just for a second there, I thought I saw something move*, as if he actually did just see something move.

Doin' Alright (Alternate outtake, *Time Out Of Mind*)

"Doin' Alright" would've fit right into the *Basement Tapes*. In essence this is "Marching To The City," in a more jaunty groove, highlighted by Augie Meyers organ, moving at a fast clip towards metamorphosing into "'Till I Fell In Love With You," with quite a few improvised detours on the way. Once again, various familiar lines are interjected, while others are quickly abandoned.

Down Along The Cove (Live, June 11, 2004, Bonnaroo, Music Festival, Manchester, Tennessee)

For anyone who hasn't been to a Dylan concert in the last decade, and only knows this song from *John Wesley Harding*, what was a mild country boogie, is now a full blown rocker, with new chord changes and a lot of action along that cove, with several new verses. More to the point, this song sizzles and the guitars never rest. This soundboard recording captures not only the musicians (you can actually hear what Tony Garnier is doing on bass) but the excitement of the audience as well. Experiencing this song live is a word not usually associated with Bob Dylan, and that word is fun.

Most Of The Time (Outtake, alternate version, *Oh Mercy*)

Very close to the track on *Oh Mercy*, this take has some additional instruments brought up in the mix, and the bass is even more out front. The guitars still wail in the background, while others appear in the front, ultimately giving the song a different color.

Cold Irons Bound (Live, June 11, 2004, Bonnaroo, Music Festival, Manchester, Tennessee)

On *Time Out Of Mind*, the ghost of Howlin' Wolf hovered all around this song. In concert, it eventually turned into something else entirely and for quite a while was the mid-point show stopper, the song that got everyone on their feet. Meant to be played loud, the band is roaring and Dylan is roaring right with them. Check out how he sings "proved true."

Can't Wait (Alternate version, *Time Out Of Mind*)

Slow, somber, with all the tension implicit in the song's title brought eerily to life and stretched to the snapping point, with the organ dominant, this startling take is one of Bob Dylan's scariest vocals committed to disc. The lyrical changes reflect an anger - listen to the first verse after the opening chorus -- that is not in any other versions, and Dylan's smoldering delivery makes it even more so.

-Peter Stone Brown
2008